

WEIL, GOTSHAL & MANGES LLP  
Stephen Karotkin (*pro hac vice*)  
(stephen.karotkin@weil.com)  
Ray C. Schrock, P.C. (*pro hac vice*)  
(ray.schrock@weil.com)  
Jessica Liou (*pro hac vice*)  
(jessica.liou@weil.com)  
Matthew Goren (*pro hac vice*)  
(matthew.goren@weil.com)  
767 Fifth Avenue  
New York, NY 10153-0119  
Tel: 212 310 8000  
Fax: 212 310 8007

CRAVATH, SWAINE & MOORE LLP  
Paul H. Zumbro (*pro hac vice*)  
(pzumbro@cravath.com)  
Kevin J. Orsini (*pro hac vice*)  
(korsini@cravath.com)  
Omid H. Nasab (*pro hac vice*)  
(onasab@cravath.com)  
825 Eighth Avenue  
New York, NY 10019  
Tel: 212 474 1000  
Fax: 212 474 3700

KELLER & BENVENUTTI LLP  
Tobias S. Keller (#151445)  
(tkeller@kellerbenvenutti.com)  
Jane Kim (#298192)  
(jkim@kellerbenvenutti.com)  
650 California Street, Suite 1900  
San Francisco, CA 94108  
Tel: 415 496 6723  
Fax: 650 636 9251

## *Attorneys for Debtors and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

In re:

## PG&E CORPORATION,

- and -

# PACIFIC GAS AND ELECTRIC COMPANY.

## Debtors.

- Affects PG&E Corporation
- Affects Pacific Gas and Electric Company
- Affects both Debtors

*\* All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Case No. 19-30088 (DM)

## Chapter 11

(Lead Case)

(Jointly Administered)

**NOTICE OF FIFTH AMENDMENT TO  
AMENDED AND RESTATED  
SUBROGATION RESTRUCTURING  
SUPPORT AGREEMENT**

[Relates to Dkt. No. 3992]

Date: December 4, 2019

Time: 10:00 a.m. (Pacific Time)

Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102

1       **PLEASE TAKE NOTICE** that, on September 24, 2019, PG&E Corporation and Pacific Gas  
2 and Electric Company, as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-  
3 captioned chapter 11 cases, filed the *Debtors’ Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and*  
4 *Fed. R. Bankr. P. 6004 and 9019 for Entry of an Order (i) Authorizing the Debtors to Enter into*  
5 *Restructuring Support Agreement with the Consenting Subrogation Claimholders, (ii) Approving the*  
6 *Terms of Settlement with Such Consenting Subrogation Claimholders, including the Allowed*  
7 *Subrogation Claim Amount, and (iii) Granting Related Relief* [Docket No. 3992] (the “**Subrogation RSA**  
8 **Motion**”). A copy of that certain Restructuring Support Agreement, dated as of September 22, 2019,  
9 among the Debtors and the Consenting Creditors parties thereto was attached as Exhibit A to the  
Subrogation RSA Motion.

7       **PLEASE TAKE FURTHER NOTICE** that, on November 1, 2019, the Debtors and Requisite  
8 Consenting Creditors entered into that certain Amended and Restated Restructuring Support Agreement  
9 (the “**Amended and Restated Subrogation RSA**”) a copy of which was filed with the Court as an  
exhibit to that certain *Notice of Filing of Amended and Restated Restructuring Support Agreement* [Dkt.  
No. 4554].<sup>1</sup>

10      **PLEASE TAKE FURTHER NOTICE** that, on November 13, 2019, pursuant to Section 9 of  
11 the Amended and Restated Subrogation RSA, the Debtors and the Requisite Consenting Creditors agreed  
12 to an amendment of the Amended and Restated Subrogation RSA extending the deadline to obtain  
13 Bankruptcy Court approval of the Amended and Restated Subrogation RSA from November 14, 2019,  
to November 24, 2019 (the “**First Amendment**”). Notice of the First Amendment was filed with the  
Court on November 13, 2019 [Dkt. No. 4711].

14      **PLEASE TAKE FURTHER NOTICE** that, on November 18, 2019, pursuant to Section 9 of  
15 the Amended and Restated Subrogation RSA, the Debtors and the Requisite Consenting Creditors agreed  
16 to a second amendment to the Amended and Restated Subrogation RSA further extending the deadline  
17 to obtain Bankruptcy Court approval of the Amended and Restated Subrogation RSA from November  
24, 2019, to December 6, 2019 (the “**Second Amendment**”). Notice of the Second Amendment was  
filed with the Court on November 19, 2019 [Dkt. No. 4806].

18      **PLEASE TAKE FURTHER NOTICE** that, on December 6, 2019, pursuant to Section 9 of the  
19 Amended and Restated Subrogation RSA, the Debtors and the Requisite Consenting Creditors agreed to  
20 a third amendment to the Amended and Restated Subrogation RSA further extending the deadline to  
21 obtain Bankruptcy Court approval of the Amended and Restated Subrogation RSA from December 6,  
2019, to December 11, 2019 (the “**Third Amendment**”). Notice of the Third Amendment was filed  
with the Court on December 6, 2019 [Dkt. No. 5011].

22      **PLEASE TAKE FURTHER NOTICE** that, on December 10, 2019, pursuant to Section 9 of  
23 the Amended and Restated Subrogation RSA, the Debtors and the Requisite Consenting Creditors agreed  
24 to a fourth amendment to the Amended and Restated Subrogation RSA further extending the deadline to  
25 obtain Bankruptcy Court approval of the Amended and Restated Subrogation RSA from December 11,  
2019, to 12:00 p.m. (Pacific Time) on December 16, 2019 (the “**Fourth Amendment**”). Notice of the  
Fourth Amendment was filed with the Court on December 10, 2019 [Dkt. No. 5063].

26  
27  
28      <sup>1</sup> Capitalized terms used but not otherwise herein defined have the meanings ascribed to such terms in  
the Amended and Restated Subrogation RSA.

1                   **PLEASE TAKE FURTHER NOTICE** that, on December 16, 2019, pursuant to Section 9 of  
2 the Amended and Restated Subrogation RSA, the Debtors and the Requisite Consenting Creditors agreed  
3 to a fifth amendment to the Amended and Restated Subrogation RSA further extending the deadline to  
obtain Bankruptcy Court approval of the Amended and Restated Subrogation RSA from 12:00 p.m.  
(Pacific Time) on December 16, 2019, to 12:00 p.m. (Pacific Time) on December 18, 2019.

4                   **PLEASE TAKE FURTHER NOTICE** that copies of the Subrogation RSA Motion and the  
5 Amended and Restated Subrogation RSA can be viewed and/or obtained: (i) by accessing the  
6 Bankruptcy Court's website at <http://www.canb.uscourts.gov>, (ii) by contacting the Office of the Clerk  
7 of the Court at 450 Golden Gate Avenue, San Francisco, CA 94102, or (iii) from the Debtors' notice and  
claims agent, Prime Clerk LLC, at <https://restructuring.primeclerk.com/pge> or by calling (844) 339-4217  
8 (toll free) for U.S.-based parties; or +1 (929) 333-8977 for International parties or by e-mail at:  
pgeinfo@primeclerk.com. Note that a PACER password is needed to access documents on the  
Bankruptcy Court's website.

9  
10 Dated: December 16, 2019

11                   **WEIL, GOTSHAL & MANGES LLP**  
12                   **CRAVATH, SWAINE & MOORE LLP**  
13                   **KELLER & BENVENUTTI LLP**

14                   /s/ Jane Kim

15                   Jane Kim

16                   *Attorneys for Debtors and Debtors in Possession*

17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153-0119